

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
TRANSPORTES NAVIEROS Y
TERRESTRES, S.A. DE C.V.,

Plaintiff ,

07 CV 3076 (LAP)

-against-

FAIRMOUNT HEAVY TRANSPORT N.V.,

Defendant.

-----X

DECLARATION OF WILLIAM LUKE MARSH

EXHIBIT 5



COMMERCIAL DIVISION
CORPORATION DIVISION



***Louisiana Secretary of State
Detailed Record***

Charter/Organization ID: 36022748K

Name: CON-DIVE, L.L.C.

Type Entity: Limited Liability Company

Status: Active

Annual Report Status: In Good Standing

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Last Report Filed on 09/15/2006

Mailing Address: C/O STEWART F. PECK, 601 POYDRAS STREET, STE. 2775, NEW ORLEANS, LA 70130

Domicile Address: 601 POYDRAS ST., SUITE 2775, NEW ORLEANS, LA 70130

File Date: 09/29/2005

Registered Agent (Appointed 9/29/2005): STEWART F. PECK, 601 POYDRAS STREET, STE. 2775, NEW ORI
70130

Manager: RAYMOND W. FREEMAN, JR., 2929 BRIARPARK, SUITE 440, HOUSTON, TX 77042

Manager: MICHAEL L. BALLARD, 2929 BRIARPARK, SUITE 440, HOUSTON, TX 77042

Manager: DAVIS J. FLEMING, JR., 2929 BRIARPARK, SUITE 440, HOUSTON, TX 77042

Amendments on File

DOMESTIC LLC AGENT/DOMICILE CHANGE (07/19/2006)

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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 800619872 **Entity Type:** Foreign Limited Liability Company (LLC)
Original Date of Filing: February 28, 2006 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32019240616 **FEIN:** 203668580
Name: Con-Dive, LLC
Address: 23006 WESTGATE VILLAGE LN
SPRING, TX 773738163 USA
Fictitious Name: N/A
Jurisdiction: LA, USA
Foreign Formation Date: September 20, 2005

REGISTERED AGENT	FILING HISTORY	NAMES	MANAGEMENT	ASSUMED NAMES	ASSOCIATED ENTITIES
Name	Address			Inactive Date	
Mindy Kay	23006 Westgate Village Spring, TX 77373 USA				

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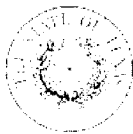
Instructions:

- To place an order for additional information about a filing press the 'Order' button.

Form 304

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX : 512/463-5709

Filing Fee: \$750



**Application for
Registration of
a Foreign Limited Liability
Company**

Filed in the Office of the
Secretary of State of Texas
Filing #: 800619872 02/28/2006
Document #: 119044620002
Image Generated Electronically
for Web Filing

1. The entity is a foreign limited liability company. The name of the entity is :

Co n-Dive, LLC

2A. The name of the entity in its jurisdiction of formation does not contain the word "limited liability company" or "limited company" (or an abbreviation thereof). The name of the entity with the word or abbreviation which it elects to add for use in Texas is:

2B. The entity name is not available in Texas. The assumed name under which the entity will qualify and transact business in Texas is:

3. Its federal employer identification number is: **203668580**

☐ Federal employer identification number information is not available at this time.

4. It is organized under the laws of: (set forth state or foreign country) **Louisiana, USA**
and the date of its formation in that jurisdiction is: **9/20/2005**

5. As of the date of filing, the undersigned certifies that the foreign limited liability company currently exists as a valid limited liability company under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the limited liability company that it proposes to pursue in the transaction of business in Texas are set forth below. The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

Provide marine and diving support and consulting.

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: **12/01/2005**

8. The principal office address of the limited liability company is:

PO Box 670365, Houston, TX, USA 77267

☐ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

☒ B. The initial registered agent is an individual resident of the state whose name is:

Mindy Kay

☒ C. The business address of the registered agent and the registered office address is:

23106 Westgate Village Spring TX 77373

10. The entity hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each governing person is:

NAM E OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both):

IF I I DIVIDUAL

Wesley Freeman

OR

IF C RGANIZATION

ADI RESS OF GOVERNING PERSON :

PO Box 670365 Houston TX, USA 77267

Supplemental Provisions / Information

[The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing

☒ A. This document becomes effective when the document is filed by the secretary of state.

OR

☐ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: **February 28, 2006**

Wesley Freeman

Signature and title of authorized person on behalf of the foreign entity

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Fictitious Name: N/A
Jurisdiction: LA, USA
Foreign Formation Date: September 20, 2005

REGISTERED AGENT	FILING HISTORY	NAMES	MANAGEMENT	ASSUMED NAMES	ASSOCIATED ENTITIES
Last Update March 1, 2006	Name Wesley Freeman	Title Managing Member	Address PO Box 670365 Houston, TX 77267 USA		

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